

# FLETCHER & SIPPEL LLC

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RECORDATION NO. 22030-D FILED

AUG 30 '05

4-56 PM

## SURFACE TRANSPORTATION BOARD

August 15, 2005

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www.fletcher-sippel.com

Mr. Vernon A. Williams, Secretary  
Surface Transportation Board  
1925 K Street, N.W., Room 700  
Washington, DC 20006  
Attn: Office of Recordations

Dear Secretary Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are 3 originals and 1 copy of a Release of Lien of Lease Agreement, dated as of May 27, 2005, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to a Memorandum of Locomotive Lease which was previously filed with the Board under Recordation Number 22030.

The names and addresses of the parties to the enclosed document are:

Lessee: The Burlington Northern and Santa Fe  
Railway Company  
2600 Lou Menk Drive  
Fort Worth, TX 76161

Lessors: The CIT Group/Equipment Financing, Inc.  
1211 Avenue of the Americas  
New York, NY 10036

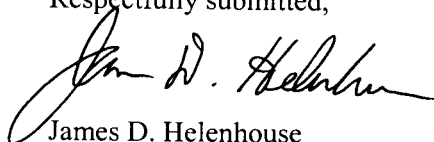
ATEL Leasing Corporation  
235 Pine Street, 6<sup>th</sup> Floor  
San Francisco, CA 94104

A description of the railroad equipment covered by the enclosed document is set forth in the attachment to the Release of Lien of Lease Agreement.

Enclosed is a check in the amount of \$33.00 payable to the order of the Surface Transportation Board for the recordation of this document.

Please return a file-stamped copy of the enclosed document to me.

Respectfully submitted,

  
James D. Helenhouse

Enclosures



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**RELEASE OF LIEN  
OF  
LEASE AGREEMENT**

**SURFACE TRANSPORTATION BOARD**

This Release of Lease Agreement Lien (the "Release") releases the lien created by a Memorandum of Locomotive Lease dated as of June 30, 1998 (the "Lease"), bearing Recordation No. 22030 between Atel Leasing Corporation ("Atel") and The CIT Group/Equipment Financing, Inc. ("CIT"), as Lessors ("Lessors") and The Burlington Northern and Santa Fe Railway Company, as Lessee ("Lessee"), with respect to 400 locomotives bearing reporting marks ~~LMX-8500~~ through LMX-8599 (hereinafter, the "Equipment"). \ 56 \ indicated on Exhibit A attached

WHEREAS, Lessor and Lessee executed the Lease Agreement relating to the Equipment. Such Lease Agreement has expired;

WHEREAS, all interest of the Lessor and Lessee, their successors and assigns, in the Equipment arising pursuant to the Lease has been terminated; and

NOW, THEREFORE, in consideration of the premises contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Lessors and Lessee submits the following:

1. The Equipment is no longer in service with Lessee, and Lessee has fulfilled its return obligations under the Lease.

2. All interest of the Lessee, its successors and assigns, in the Equipment arising pursuant to the Lease has been terminated.

3. The Lessee hereby releases any lien created by or arising out of the Lease.

In witness whereof, the Lessor and Lessee have caused this Release to be duly executed by their authorized officers as of the 21<sup>st</sup> day of May, 2005.

**ATEL LEASING CORPORATION (FOR ITSELF AND AS  
AGENT FOR THE CIT GROUP/EQUIPMENT FINANCING,  
INC.)**

By: Vasco H. Morais

Name: Vasco H. Morais  
Senior Vice President

Title: \_\_\_\_\_

**BNSF RAILWAY COMPANY (F/K/A THE BURLINGTON  
NORTHERN AND SANTA FE RAILWAY COMPANY)**

By: Dir. Leo Hanning

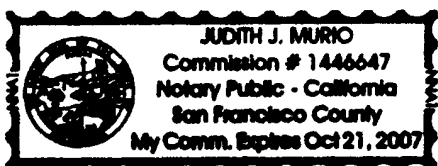
Name: Dir. Leo Hanning

Title: Dir. Leo Hanning

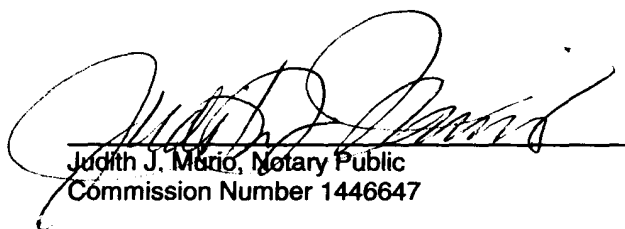
STATE OF CALIFORNIA                    )  
                                                  ) SS:  
COUNTY OF SAN FRANCISCO         )

On August 13, 2005, before me, Judith J. Murio, the undersigned Notary Public, personally appeared Vasco H. Morais, known to me to be the person whose name is subscribed to this instrument and acknowledged to me that he executed the same in his authorized capacity for Atel Leasing Corporation, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.



(Notarial Seal)

  
Judith J. Murio, Notary Public  
Commission Number 1446647

My Commission expires: October 21, 2007

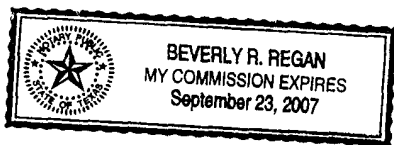
STATE OF TEXAS

COUNTY OF TARRANT

)  
) SS:  
)

On July 14, 2005, before me, Beverly R. Regan, the undersigned Notary Public, personally appeared Harry K. Baldaccini, known to me to be the person whose name is subscribed to this instrument and acknowledged to me that he executed the same in his authorized capacity for BNSF Railway Company, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.



(Notarial Seal)

Beverly R. Regan  
Beverly R. Regan, Notary Public  
Commission Number 00872162-0

My Commission expires: 09/23/07

## ATEL GE B39-8 Locomotives

ROAD #
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**EXHIBIT A**